

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AKORN HOLDING COMPANY LLC,
et al.,¹

Debtors.

Chapter 7

Case No. 23-10253 (KBO)

(Jointly Administered)

**SECOND AMENDED² NOTICE OF AGENDA FOR HEARING SCHEDULED
FOR JUNE 8, 2023 AT 9:00 A.M. (PREVAILING EASTERN TIME), BEFORE THE
HONORABLE KAREN B. OWENS AT THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE, LOCATED AT 824 NORTH MARKET
STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801**

This hearing will be conducted in person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom.

Participation at the in-person court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court.³

If appearance via Zoom is permitted, please use the following link to register for this hearing to appear via Zoom. All individuals participating by video must register at least two (2) hours prior to the hearing. After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

<https://debuscourts.zoomgov.com/meeting/register/vJltdOGopjkqG0KqXX7fEjMPOrd6orSTDeE>

Topic: Akorn Holding Company LLC *et al* – Case No. 23-10253 (KBO)

When: June 8, 2023 at 9:00 a.m. (Prevailing Eastern Time)

**You must use your full name when registering and logging into Zoom or you will
not be granted access to the hearing.**

CourtCall will NOT be used for this hearing.

¹ The Debtors in these chapter 7 cases, along with the last four digits of their federal tax identification numbers, and cases numbers are Akorn Holding Company LLC (9190), Case No. 23-10253 (KBO); Akorn Intermediate Company LLC (6123), Case No. 23-10254 (KBO); and Akorn Operating Company LLC (6184), Case No. 23-10255. The Debtors' headquarters is located at 5605 CenterPoint Court, Gurnee, IL 60031.

² Amended Agenda items appear in **bold** text.

³ See Chambers Procedures of the Honorable Karen B. Owens dated October 3, 2022.

<https://www.deb.uscourts.gov/content/judge-karen-b-owens>

UNCONTESTED MATTERS WITH CERTIFICATION OF NO OBJECTION:

1. Motion for Entry of Order Granting Relief from the Automatic Stay, to the Extent Applicable, to (A) Suspend and Terminate Debtor's Participation in REMS Program and Related Agreements and (B) Apply Security Deposit Against Amounts Owed by the Debtor
[Filed 5/24/2023; Docket No. [231](#)]

Related Documents: (a) Certificate of No Objection Regarding Motion for Entry of Order Granting Relief from the Automatic Stay, to the Extent Applicable, to (A) Suspend and Terminate Debtor's Participation in REMS Program and Related Agreements and (B) Apply Security Deposit Against Amounts Owed by the Debtor
[Filed 6/2/2023; Docket No. [311](#)]

- (b) Entered Order Granting Relief From the Automatic Stay, to the Extent Applicable, to (A) Suspend and Terminate Debtor's Participation in REMS Program and Related Agreements and (B) Apply Security Deposit Against Amounts Owed by Debtor
[Filed 6/5/2023; Docket No. [315](#)]

Objection Deadline: June 1, 2023 at 4:00 p.m.

Responses Received: None

Status: This matter is concluded. Order has been entered by the Court.

CONTESTED MATTERS GOING FORWARD:

2. Sale Hearing Regarding Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief (the "Sale Motion")
[Filed 4/20/2023; Docket No. [106](#)]

- Related Documents:
- (a) Entered Order Granting Trustee's Motion for Entry of an Order (A) Approving Bidding Procedures in Connection With Sale of Substantially All of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, (C) Approving the Form and Manner of Notice Thereof, and (D) Granting Certain Related Relief (the "Bidding Procedures Order")
[Filed 4/28/2023; Docket No. [137](#)]
 - (b) Notice of Sale of Assets, Auction, and Sale Hearing
[Filed 5/1/2023; Docket No. [145](#)]
 - (c) Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts
[Filed 5/1/2023; Docket No. [146](#)]
 - (d) Notice of Successful Bidders and Alternate Bidders
[Filed 5/18/2023; Docket No. [204](#)]
 - (e) Notice of Adequate Assurance of Future Performance
[Filed 5/23/2023; Docket No. [227](#)]

Objection Deadlines:¹ Sale Objection Deadline:..... May 16, 2023

Objections to Proposed Cure Amounts
and Assumption/Assignment of
Executory Contracts/Leases:..... May 16, 2023²

¹ Objection Deadlines as provided in the Bidding Procedures Order.

² The Trustee has granted an extension to certain contract parties in an effort to consensually resolve informal inquiries regarding cure and/or assumption/assignment of executory contracts and leases.

Replies to Cure Objections and
Assumption/Assignment of Executory
Contracts/Leases:..... May 18, 2023

Objections under §365(f)(2) to
Assumption/Assignment of Executory at or before Sale
Contracts/Leases:..... Hearing

Replies to Objections under §365(f)(2)
to Assumption/Assignment of at or before Sale
Executory Contracts/Leases..... Hearing

Responses Received:

Status

- | | |
|--|--|
| <p>(f) Reservation of Rights of the Chubb Companies with Respect to Trustee’s Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates’ Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief
[Filed 5/3/2023; Docket No. 151]</p> | <p>Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of Chubb Companies. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Chubb Companies at the hearing.</p> |
| <p>(g) Objection of Creditor M. Jacob & Sons, d/b/a MJS Packaging, to Debtors’ Proposed Cure Amount
[Filed 5/15/2023; Docket No. 173]</p> | <p>Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of M. Jacob & Sons, d/b/a MJS Packaging. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of M. Jacob & Sons, d/b/a MJS Packaging at the hearing.</p> |

- (h) Oracle's Rights Reservation Regarding the Trustee's Sale Motion and Assumption Notice [Filed 5/16/2023; Docket No. [179](#)]
- Resolved. No purchaser is seeking assumption and/or assignment contracts/agreements of Oracle. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Oracle at the hearing and Oracle has advised Trustee's counsel that the reservation is resolved.**
- (i) Objection of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC to Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts [Filed 5/16/2023; Docket No. [180](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC at the hearing.
- (j) Objection of AmerisourceBergen Drug Corporation and Affiliates to Cure Amounts and Reservation of Rights [Filed 5/16/2023; Docket No. [182](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of AmerisourceBergen Drug Corporation et al. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of AmerisourceBergen Drug Corporation et al at the hearing.

- (k) Limited Objection and Reservation of Rights Regarding Notice of Executory Contracts and Unexpired Leases That May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection With the Sale of Substantially All of the Debtors' Assets, and the Proposed Cure Amounts Filed by Thermo Fisher Scientific, Inc., Fisher Scientific Company, L.L.C., Patheon Manufacturing Services, L.L.C., Patheon Pharmaceuticals, Inc., Patheon, Inc., and PPD Development, LP (f/k/a PPD Development L.L.C.) [Filed 5/16/2023; Docket No. [185](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of Thermo Fisher Scientific, Inc., Fisher Scientific Company, L.L.C., Patheon Manufacturing Services, L.L.C., Patheon Pharmaceuticals, Inc., Patheon, Inc., and PPD Development, LP (f/k/a PPD Development L.L.C.) (the "Thermo Fisher Entities"). Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Thermo Fisher Entities at the hearing.
- (l) Objection of Teva Affiliates to Proposed Cure Amounts [Filed 5/16/2023; Docket No. [186](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of Teva Affiliates. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Teva Affiliates at the hearing.
- (m) Objection of Creditor Henderson Constructors, Inc. to Debtors' Proposed Cure Amount and to Assumption and Assignment of Superseded Proposal [Filed 5/16/2023; Docket No. [188](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/agreements of Henderson Constructors, Inc. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Henderson Constructors, Inc. at the hearing.

- (n) McKesson Corporation and Certain Corporate Affiliates' Objection to Proposed Assumption and Assignment of Executory Contracts and Reservation of Rights
[Filed 5/16/2023; Docket No. [189](#)]

Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of McKesson Corporation et al. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of McKesson Corporation et al at the hearing.

- (o) Reservation of Rights and Conditional Objection of Chicago Infill Industrial Properties LP and Westmount Realty Capital, LLC to Trustee's Motion to Sell Substantially all of the Debtors' Assets
[Filed 5/16/2023; Docket No. [190](#)]

This matter is going forward. Although no purchaser is seeking to assume or assign Vernon Hills lease, the landlord seeks concessions from the Trustee and Purchaser regarding identification of equipment and removal of equipment from premises beyond the express terms of the lease. Purchaser and landlord's counsel attempting to reach agreement on reservation of rights language and have advised that evidentiary issues moved to later in June, as necessary.

and

- (o-1) Supplemental Objection Of Chicago Infill Industrial Properties LP and Westmount Realty Capital, LLC to Trustee's Motion to Sell Substantially all of the Debtors' Assets
[Filed 6/5/2023; Docket No. [314](#)]

- (p) Galenicum Health, S.L.U.'s Reservation of Rights and Objection to Cure and Assumption and Assignment
[Filed 5/16/2023; Docket No. [191](#)]

This matter is being adjourned to a date to be determined.

and

- (p-1) Declaration in Support of Galenicum Health, S.L.U.'s Reservation of Rights and Limited Objection
[Filed 5/30/2023; Docket No. [295](#)]
- (q) Objection of Sofgen Pharmaceuticals LLC to Proposed Cure Amounts and Assignability of Contract
[Filed 5/16/2023; Docket No. [192](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Sofgen Pharmaceuticals LLC. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Sofgen Pharmaceuticals LLC at the hearing.
- (r) Cardinal Health's Limited Objection and Reservation of Rights Regarding Notice of Executory Contracts and Unexpired Leases That May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection With the Sale of Substantially All of the Debtors' Assets, and the Proposed Cure Amounts
[Filed 5/16/2023; Docket No. [193](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Cardinal Health. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Cardinal Health at the hearing.
- (s) Protective Objection of Evoqua Water Technologies LLC to Notice of Sale of Assets, Auction and Sale Hearing
[Filed 5/16/2023; Docket No. [194](#)]
- Matter is going forward.
- (t) Leadiant Biosciences Inc.'s Objection to the Trustees Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant To Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors Assets and the Proposed Cure Amounts
[Filed 5/16/2023; Docket No. [195](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Leadiant Biosciences Inc. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Leadiant Biosciences Inc. at the hearing.

and

- (t-1) Notice of Filing Exhibit to Declaration in Support of Objection to the Trustee's Notice of Executory Contracts and Unexpired Leases that may be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets and the Proposed Cure Amounts filed by Leadiant Biosciences, Inc.
[Filed 5/25/2023; Docket No. [255](#)]
- (u) Limited Objection and Reservation of Rights of Thea Pharma Inc. and Laboratoires Théa Sas to the Trustee's (I) Cure Notice and (II) Sale Motion
[Filed 5/16/2023; Docket No. [196](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Thea Pharma Inc. and Laboratoires Théa Sas. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Thea Pharma Inc. and Laboratoires Théa Sas at the hearing.
- (v) Objection of Managed Health Care Associates, Inc. to Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts
[Filed 5/19/2023; Docket No. [213](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Managed Health Care Associates, Inc. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Managed Health Care Associates, Inc. at the hearing.
- (w) **Limited Objection of Slayback Pharma LLC to Debtor's Proposed Assumption and Assignment to Epic Pharma LLC of Development Agreement dated September 13, 2011 by and Between Slayback Pharma LLC and Akorn, Inc.**
[Filed 6/7/2023; Docket No. [333](#)]
- Resolved. No purchaser is seeking assumption and/or assignment of contracts/ agreements of Slayback Pharma LLC. Trustee will not be proceeding to seek assumption and/or assignment of contracts/ agreements of Slayback Pharma LLC at the hearing.**

Additional Related Documents:

(v) Proposed Sale Orders

- 1. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between ANI Pharmaceuticals, Inc. as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [328](#)]
- 2. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Animal Health Acquisition Inc. as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [329](#)]
- 3. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Domes Pharma S.A. as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [330](#)]
- 4. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Long Grove Pharmaceuticals, LLC as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [331](#)]
- 5. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Oak Tree Pharma LLC as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [334](#)]

- 6. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Provepharm SAS as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [335](#)]
- 7. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 25, 2023 by and Between Teva Pharmaceuticals, Inc. as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [336](#)]
- 8. Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of May 26, 2023 by and Between Cronus Pharma, LLC as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/7/2023; Docket No. [337](#)]
- (9) Certification of Counsel Regarding Submission of Sale Order Approving Asset Purchase Agreement Dated as of June 7, 2023 by and Between Raisin Holdings, Inc. as Purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller AND - Purchase and Sale Agreement Dated as of June 7, 2023 by and Between George L. Miller, not Individually but Solely in his capacity as the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller and Rising NewCo LLC as Buyer**
[Filed 6/7/2023; Docket No. [344](#)]

- (10) **Omnibus Certification of Counsel Regarding Submission of Sale Orders Approving Asset Purchase Agreement dated as of May 25, 2023 by and Between Hikma Pharmaceuticals USA Inc., Alcon Pharmaceuticals LTD, Stira Pharmaceuticals, LLC, Epic Pharma LLC, Saptalis Pharmaceuticals, LLC, PAI Holdings LLC d/b/a Pharmaceutical Associates, Inc., Mission Pharmacal Company, Chartwell Rx Sciences LLC, Aurobindo Pharma USA, Inc., and Sentiss AG, each as an individual purchaser, and George L. Miller, the Chapter 7 Trustee of the Estates of Akorn Holding Company LLC, Akorn Intermediate Company LLC and Akorn Operating Company LLC as Seller**
[Filed 6/8/2023; Docket No. [345](#)]

Status: The hearing is going forward.

The hearing regarding Galenicum Health, S.L.U.'s Reservation of Rights and Objection to Cure and Assumption and Assignment is being adjourned to a date to be determined. Galenicum Health, S.L.U has requested a hearing date at the court's convenience on either of the following dates: June 13, 14, 15 and 19-23.

See Agenda No. 2 Attachment which reflects the status of all filed Asset Purchase Agreements and filed Declarations in Support of the Trustee's Sale Motion.

Dated: June 8, 2023
Wilmington, Delaware

COZEN O'CONNOR

By: /s/ John T. Carroll, III
John T. Carroll, III (DE No. 4060)
Simon E. Fraser (DE No. 5335)
1201 N. Market Street
Suite 1001
Wilmington, DE 19801
(302) 295-2000 Phone
(302) 295-2013 Fax No.
jcarroll@cozen.com
sfraser@cozen.com

*Counsel to George L. Miller,
Chapter 7 Trustee*

AGENDA ITEM NO. 2 ATTACHMENT

FILED ASSET PURCHASE AGREEMENTS AND
DECLARATIONS IN SUPPORT OF SALE MOTION

	PURCHASER	APA Docket No.	Declaration Docket No.
1	Hikma Consortium Master APA	273	283
	(a) Hikma Pharmaceuticals USA Inc.	273	283
	(a-1) Hikma First Amendment to Asset Purchase Agreement	342	
	(b) Alcon Pharmaceuticals LTD	273	283
	(c) Aurobindo Pharma USA, Inc.	273	283, 320
	(d) Chartwell RX Sciences LLC	273	283
	(e) Epic Pharma LLC	273	283
	(f) Mission Pharmacal Company	273	283
	(g) PAI Holdings LLC d/b/a Pharmaceutical Associates, Inc.	273	283
	(h) Saptalis Pharmaceuticals, LLC	273	283
	(i) Sentiss AG	273	283, 325
	(j) Stira Pharmaceuticals, LLC	273	283
2	Hikma Real Estate Purchase Agreement	274	281
	(2-a) Hikma First Amendment to Real Estate Purchase Agreement	343	
3	ANI Pharmaceuticals, Inc.	266	275
4	Animal Health Acquisition Inc.	267	276
5	Domes Pharma S.A.	268	277
6	Long Grove Pharmaceuticals, LLC	269	278
7	Oak Tree Pharma LLC	270	279
8	Provepharm SAS	271	280
9	Teva Pharmaceuticals, Inc.	272	238
10	Cronus Pharma, LLC	282	284
11	Rising NewCo LLC Real Estate Purchase Agreement	341	
12	Raisin Holdings, Inc.	340	347